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Proposed Counsel to the Official Committee of  
Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SANTA ANA DIVISION**

In re:

TRX HOLDCO, LLC, a Delaware limited  
liability company,  
  
Debtor and Debtor in Possession.

Case No.: 8:22-bk-10948-SC

Chapter 11 Case

In re:

FITNESS ANYWHERE LLC, a Delaware  
limited liability company, dba TRX and TRX  
Training,  
  
Debtor and Debtor in Possession.

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS' LIMITED  
OBJECTION AND RESERVATION OF  
RIGHTS TO THE DEBTORS'  
EMERGENCY MOTION FOR ENTRY OF  
AN INTERIM ORDER: (I)  
AUTHORIZING THE DEBTORS TO USE  
CASH COLLATERAL PURSUANT TO 11  
U.S.C. §§ 361, 362 AND 363; (II)  
GRANTING ADEQUATE PROTECTION;  
(III) SCHEDULING A FINAL HEARING  
PURSUANT TO BANKRUPTCY RULE  
4001(b); AND (IV) GRANTING RELATED  
RELIEF**

- ☒ Affects both Debtors  
☐ Affects TRX Holdco, LLC only  
☐ Affects Fitness Anywhere, LLC only

DATE: June 30, 2022  
TIME: 10:00 a.m.  
PLACE: \*Via ZoomGov  
Courtroom 5C  
411 West Fourth Street  
Santa Ana, CA 92701

1 The Official Committee of Unsecured Creditors (the “Committee”), through its proposed  
2 undersigned attorneys, hereby submits this limited objection and reservation of rights (this  
3 “Limited Objection”) to *Debtors’ Emergency Motion for Entry of an Interim Order: (I)*  
4 *Authorizing the Debtors to Use Cash Collateral Pursuant to 11 U.S.C. §§ 361, 362 and 363; (II)*  
5 *Granting Adequate Protection; (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rule*  
6 *4001(b); and (IV) Granting Related Relief* [Docket No. 7] (the “Cash Collateral Motion”) and the  
7 *Supplement to the Debtors’ Emergency Motion for Entry of an Order Authorizing the Debtors to*  
8 *Use Cash Collateral Pursuant to 11 U.S.C. §§ 361, 362 and 363 and Granting Adequate*  
9 *Protection and Related Relief* [Docket No. 75] (the “Cash Collateral Supplement”), filed by the  
10 Debtors TRX Holdco, LLC and Fitness Anywhere LLC (jointly, the “Debtors”), and respectfully  
11 states as follows:

12 On June 29, 2022, the Committee retained Sheppard, Mullin, Richter & Hampton LLP  
13 (“Sheppard Mullin”) to serve as its counsel in these bankruptcy cases. Immediately, Sheppard  
14 Mullin reached out to Debtors’ counsel requesting additional information supporting the Cash  
15 Collateral Motion and the Cash Collateral Supplement. Sheppard Mullin has not yet had an  
16 opportunity, however, to speak with counsel for Woodforest National Bank, which it hopes to do  
17 as soon as practicable after the hearing. While the Committee is generally supportive of the  
18 Debtors’ use of cash collateral and does not oppose the Court’s approval of an additional interim  
19 order approving the same, it has some questions and suggestions in connection with the Debtors’  
20 proposed use of cash collateral. Given that Sheppard Mullin was only retained the day before the  
21 hearing on the Cash Collateral Motion and Cash Collateral Supplement, the Committee requires  
22 additional time to review and analyze the Debtors’ proposed budgets and the bank’s terms for the  
23 use of cash collateral. The Committee is hopeful it can work collaboratively with the Debtors and  
24 Woodforest National Bank on the terms of a final order for the use of cash collateral. As such, the  
25 Committee respectfully requests a brief three-week extension to the deadline to object to the Cash  
26 Collateral Motion to July 19, 2022, and that a final hearing on the Cash Collateral Motion is held  
27 soon thereafter.

1 Dated: June 30, 2022

2 SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

3  
4 By

/s/ Jennifer Nassiri

ORI KATZ

JENNIFER NASSIRI

ALEXANDRIA LATTNER

Proposed Attorneys for Official Committee of  
Unsecured Creditors

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is 333 South Hope Street, 43rd Floor, Los Angeles, CA 90071.

A true and correct copy of the foregoing document entitled (*specify*): **THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS' LIMITED OBJECTION AND RESERVATION OF RIGHTS TO THE DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN INTERIM ORDER: (I) AUTHORIZING THE DEBTORS TO USE CASH COLLATERAL PURSUANT TO 11 U.S.C. §§ 361, 362 AND 363; (II) GRANTING ADEQUATE PROTECTION; (III) SCHEDULING A FINAL HEARING PURSUANT TO BANKRUPTCY RULE 4001(b); AND (IV) GRANTING RELATED RELIEF** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) June 30, 2022, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Ron Bender rb@lnbyb.com

Shawn M Christianson cmcintire@buchalter.com, schristianson@buchalter.com

Michael I. Gottfried mgottfried@elkinskalt.com, cavila@elkinskalt.com

Jonathan Gottlieb jd@lnbyg.com

Michael J Hauser on behalf of U.S. Trustee United States Trustee (SA)  
michael.hauser@usdoj.gov

Marsha A Houston mhouston@reedsmith.com, hvalencia@reedsmith.com

Krikor J Meshefejian kjm@lnbyg.com

Ali M Mojdehi amojdehi@btlaw.com,  
jgertz@btlaw.com;arego@btlaw.com;amattngly@btlaw.com

Christopher O Rivas crivas@reedsmith.com

Lindsey L Smith lls@lnbyg.com,

United States Trustee (SA) ustpreion16.sa.ecf@usdoj.gov

☐ Service information continued on attached page.

### **2. SERVED BY UNITED STATES MAIL:**

On (*date*) \_\_\_\_\_, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page.

### **3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL**

(*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (June 30, 2022), I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. be completed no later than 24 hours after the document is filed.

### **SERVED BY OVERNIGHT MAIL:**

Honorable Scott C. Clarkson  
U.S. Bankruptcy Court, Ronald Reagan Federal Building  
411 West Fourth Street  
Suite 5130  
Santa Ana, CA 92701-4593

☐ Service information continued on attached page.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

|               |                       |                           |
|---------------|-----------------------|---------------------------|
| June 30, 2022 | Alexandria G. Lattner | /s/ Alexandria G. Lattner |
| <i>Date</i>   | <i>Printed Name</i>   | <i>Signature</i>          |